

**STATE OF SOUTH CAROLINA  
BEFORE THE SOUTH CAROLINA PUBLIC SERVICE COMMISSION**

<b>In re:</b>	)	
	)	
<b>Application of</b>	)	
<b>New Horizons Communications Corp.</b>	)	
	)	
<b>For a Certificate of Public</b>	)	<b>DOCKET NO.</b>
<b>Convenience and Necessity to</b>	)	
<b>Provide Interexchange and</b>	)	
<b>Local Exchange Telecommunications</b>	)	
<b>Services and for local service offerings to be</b>	)	
<b>regulated in accordance with procedures</b>	)	
<b>authorized for NewSouth Communications</b>	)	
<b>in Order No. 98-165 in docket No. 97-467-C;</b>	)	
<b>and for interexchange service offerings to be</b>	)	
<b>regulated in accordance with procedures</b>	)	
<b>established for alternative regulation in</b>	)	
<b>Order Nos. 95-1734 and 96-55 in</b>	)	
<b>Docket No. 95-661-C.</b>	)	
_____	)	

**APPLICATION OF NEW HORIZONS COMMUNICATIONS CORP.**  
**FOR AUTHORITY TO PROVIDE RESOLD AND FACILITIES-BASED**  
**LOCAL EXCHANGE AND INTEREXCHANGE SERVICE**

New Horizons Communications Corp. ("New Horizons" or "Applicant"), pursuant to S.C. Code Ann. § 56-9-280(B)<sup>1</sup> and Section 253 of the Telecommunications Act of 1996<sup>2</sup>, respectfully submits this Application for Authority to Provide Resold and Facilities-Based Local Exchange and Interexchange Service ("Application") in the State of South Carolina and for local service offerings to be regulated in accordance with procedures authorized for NewSouth

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<sup>1</sup>As amended by Act No. 354, signed by the Governor on June 6, 1996.

<sup>2</sup>Telecommunications Act of 1996, 47 U.S.C. § 253 (1996).

Communications in Order No. 98-165 in docket No. 97-467-C; and for interexchange service offerings to be regulated in accordance with procedures established for alternative regulation in Order Nos. 95-1734 and 96-55 in Docket No. 95-661-C.

New Horizons intends to offer interexchange service to business customers throughout the state. Applicant intends to provide local exchange service to customers located in non-rural local exchange carriers' service areas of South Carolina. Should its Application be granted, New Horizons plans to commence offering service immediately upon the establishment of the appropriate and necessary resale arrangements with the incumbent Local Exchange Carriers ("LECs"). Applicant is currently negotiating an interconnection agreement with AT&T South Carolina ("AT&T") to provide local service. Applicant intends to utilize Verizon, Windstream and Earthlink, and other equivalent providers as its underlying interexchange carriers.

Approval of this Application will promote the public interest by increasing the level of competition in the South Carolina telecommunications market. Ultimately, competition will compel all telecommunications service providers to operate more efficiently and pass the resultant cost savings on to consumers. In addition, as a result of competition, the overall quality of local exchange and interexchange service will improve.

In support of its Application, New Horizons states as follows:

**I. Introduction**

1. The name and address of the Applicant are:

New Horizons Communications Corp.  
420 Bedford Street, Ste. 250  
Lexington, Massachusetts 02420

2. All correspondence, notices, inquiries and other communications regarding this Application should be directed to:

Lance J.M. Steinhart  
Lance J.M. Steinhart, P.C.  
1725 Windward Concourse  
Suite 150  
Alpharetta, Georgia 30005  
Telephone: 770/232-9200  
Facsimile: 770/232-9208

Local Counsel:  
Scott Elliott, Esq.  
Elliott & Elliott, P.A.  
1508 Lady Street  
Columbia, SC 29201  
Telephone: 803/771-0555  
Facsimile: 803/771-8010

3. In support of this Application, the following exhibits are attached hereto:
  - a. Exhibit A - New Horizons' Certificate of Incorporation filed with the Secretary of State for the State of Delaware;
  - b. Exhibit B - New Horizons' Certificate of Authority to Operate in South Carolina as a Foreign Corporation;
  - c. Exhibit C - New Horizons' Audited Financial Statements for 2012 and 2011.
  - d. Exhibit D - Biographies of selected New Horizons management;
  - e. Exhibit E - Illustrative Price List for Local Exchange Service; and
  - f. Exhibit F - Proposed Tariff for Interexchange Service.

## **II. Description of the Applicant**

### **1. General Information**

Applicant is a Delaware Corporation, which was formed on October 8, 2002. The company is headquartered at 420 Bedford Street, Ste. 250, Lexington, Massachusetts 02420.

### **2. Customer Service**

New Horizons' customer service representatives are available to assist its customers and will promptly respond to all customer inquiries. Customers may call (800) 520-5812 and (866) 241-9423 (for repair) or a local number. The applicable toll free or local numbers will be printed on customers' monthly billing statements. Alternately, customers wishing to communicate with a New Horizons customer service representative in writing may send written correspondence to New Horizons at:

New Horizons Communications Corp.  
ATTN: Customer Service  
420 Bedford Street, Ste. 250  
Lexington, Massachusetts 02420.

New Horizons' customer service representatives are prepared to respond to a broad range of service matters, including inquiries regarding: (1) the types of services offered by New Horizons and the rates associated with such services; (2) monthly billing statements; (3) problems or concerns pertaining to a customer's current service; and (4) general service matters.

## **III. New Horizons Possesses the Technical, Managerial and Financial Expertise Necessary to Provide Local Exchange and Interexchange Service**

New Horizons possesses the requisite technical, financial and managerial capabilities to operate as a competitive telecommunications provider. These capabilities are explained in detail below.

### **1. Financial Qualifications**

New Horizons is financially able to provide the services proposed in its tariff as evidenced by its audited financial statements for the years ended December 31, 2012 and December 31, 2011 respectively.

### **2. Managerial Qualifications**

New Horizons' senior management team is highly skilled, having acquired considerable experience in the telecommunications industry. Using this extensive expertise, New Horizons' management team has developed innovative marketing strategies. In conjunction with effective financial and operational measures, these marketing strategies will enable the company to provide quality service at competitive rates, while resulting in profitable operations for the Applicant. New Horizons has extensive experience in the technical, managerial, and financial aspects of the telecommunications industry.

### **3. Technical Qualifications**

Applicant's key management personnel have significant business and telecommunications experience. Applicant is currently authorized to provide local exchange and interexchange services in Alabama, Arkansas, California, Colorado, Connecticut, Washington D.C., Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kentucky, Maine, Maryland, Massachusetts, Michigan, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, North Carolina, North Dakota, Ohio, Oregon, Pennsylvania, Rhode Island, Texas, Vermont, Virginia, Washington, West Virginia, Wisconsin and Wyoming. Applicant is authorized to provide only interexchange services Kansas, Louisiana, Minnesota, Mississippi, Oklahoma, South Dakota and Utah. New Horizons is in the process of obtaining authorization to provide

local and interexchange service nationwide. No such applications have been denied. Applicant will also rely upon the technical expertise and telecommunications experience of its underlying carriers.

Applicant seeks authority to resell and provide through its own or leased facilities local exchange services throughout the State primarily in the areas served by AT&T. Applicant's local calling areas initially will coincide with the incumbent local exchange carrier's local calling areas. Upon its entry into the South Carolina market, Applicant may install equipment for the provision of local exchange services. Applicant would probably use the following or a similar configuration of equipment: Applicant will provide voice and high speed data services through a combination of the latest technology switching and transport media. The switching system will consist of a central processing and control complex capable of interconnection as a peer to the incumbent as well as competitive local exchange companies. The hub portion of the switch will interconnect with the public switched network on Signaling System 7 ("SS7") or Feature Group D ("FGD") facilities. The system's remote module capability will allow properties to be served in a manner that provides the exchange of appropriate signaling, control and calling/caller information to the network in accordance with network standards and specifications. Additionally, these services may be delivered over a combination of delivery mechanisms through incumbent local carriers' unbundled loop network, both copper and fiber and transport networks, as well as via Applicant constructed facilities. Its services will be available on a full-time basis, twenty-four hours a day, seven days a week, to customers within the geographic boundaries of the State of South Carolina. Customers will be billed by Applicant. Applicant is committed to providing access to a local operator, directory assistance, 911 services, and dual

relay services. Applicant is also willing to accept its obligations to collect 911 and dual relay service surcharges from its local exchange customers, and to remit those funds to the appropriate authorities.

As the foregoing illustrates, New Horizons possesses considerable telecommunications expertise. New Horizons is technically qualified to provide local exchange and interexchange telecommunications services in South Carolina.

#### **IV. Approval of New Horizons' Application is in the Public Interest**

Granting New Horizons' Application is consistent with S.C. Code Ann. § 58-9-280(B), as amended by 1996 Act No. 354, and, in that regard Applicant makes the following representations to the Commission:

- a. Applicant possesses the technical, financial, and managerial resources sufficient to provide the services requested;
- b. Applicant's services will meet the service standards required by the Commission;
- c. The provision of local and interexchange services by Applicant will not adversely impact the availability of affordable local and interexchange service;
- d. Applicant, to the extent it is required to do so by the Commission, will participate in the support of universally available telephone service at affordable rates; and,
- e. The provision of local and interexchange services by Applicant will not adversely impact the public interest.

The demands of a competitive market are a better means to achieve affordability and quality of service than a monopoly environment. As competitors vie for market share, they will compete based upon price, innovation and customer service.

Those providers trust that offer consumers the most cost effective products will gain market share. In contrast, providers whose products do not meet the needs of consumers will

lose market share and, ultimately, be eliminated from the industry.

Additionally, New Horizons' entry into the local exchange and interexchange markets will not unreasonably prejudice or disadvantage any telephone service providers. Incumbent local exchange carriers presently serve a large majority of the local exchange customers in South Carolina. The major advantages of incumbency (i.e., ownership of the existing local network as well as access to, and long-standing relationships with, every local customer) constitute a substantial obstacle to new entrants. Moreover, exchange services competition will stimulate the demand for the services supplied by all local service carriers, including those of the incumbent LECs. Thus, in a competitive market, there will be increased potential for such LECs to generate higher revenues. Additionally, in a competitive market, incumbent providers will have market incentives to improve the efficiency of their operations, thereby reducing their costs and ultimately their profit margins. Finally, it is important to recognize that in a competitive market, incumbent LECs will derive revenues from both resellers of their local exchange and interexchange services as well as facilities based competitive local exchange providers.

A competitive local and interexchange service market comprised of incumbents and competitive providers such as New Horizons will offer consumers a competitive option and, therefore, will better satisfy the needs of various market segments. In this regard, approval of this Application is clearly in the public interest.



**V. Description of Services Offered and Service Territory**

For informational purposes, New Horizons has filed with this Application an illustrative price list based on New Horizons' current expectations regarding local services. (Exhibit "E").

New Horizons seeks authority to offer the following services:

Interexchange (switched and dedicated services):

- A. 1+ and 101XXXX outbound dialing;
- B. 800/888 toll-free inbound dialing;
- C. Data Services.

Local Exchange:

- A. Local Exchange Services that will enable customers to originate and terminate local calls in the local calling area served by other LECs.
- B. Switched local exchange services, including basic service, trunks, carrier access, and any other switched local services that currently exist or will exist in the future.
- C. Non-switched local services (e.g., private line) that currently exist or will exist in the future.
- D. Centrex and/or Centrex-like services that currently exist or will exist in the future.
- E. Digital subscriber line, ISDN, and other high capacity services.

Prior to providing local exchange services to the public in South Carolina, New Horizons will file a complete Final Tariff and/or Price List with the Commission. Furthermore, Applicant submits contemporaneously with this application its proposed tariff for local exchange service (Exhibit E) and interexchange service (Exhibit F), which contains a description of services to be provided, all rules and regulations applicable to such services, and proposed rates for such services.

## **VI. Waivers and Regulatory Compliance**

New Horizons requests that the Commission grant it a waiver of those regulatory requirements inapplicable to competitive local service providers such as New Horizons. Such rules are not appropriate or necessary for competitive providers and constitute an economic barrier to entry into the local exchange market.

### **1. Financial Record-Keeping System**

a. New Horizons respectfully requests that it be exempt from any record-keeping rules or regulations that might require a carrier to maintain its financial records in conformance with the Uniform System of Accounts ("USOA"). The USOA was developed by the FCC as a means of regulating telecommunications companies subject to rate base regulation.

b. As a competitive carrier, New Horizons maintains its book of accounts in accordance with Generally Accepted Accounting Principles ("GAAP"). Neither the FCC, nor the Commission, has required New Horizons to maintain its records under the USOA for purposes of New Horizons interexchange operations. Thus, New Horizons does not possess the detailed cost data required by USOA, nor does it maintain detailed records on a state-specific basis. As a competitive provider, New Horizons' network operations are integrated to achieve maximum efficiency. Having to maintain records pertaining specifically to its South Carolina local service operations would place an extreme burden on New Horizons.

c. Moreover, New Horizons asserts that because it utilizes GAAP, the Commission will have a reliable means by which to evaluate New Horizons' operations. Therefore, New Horizons hereby respectfully requests to be exempt from the any USOA requirements of the Commission.

d. In addition, the Company hereby respectfully requests a waiver of 26 S.C. Code & Ann. Regs. 103-610, which requires books and records to be kept in the State of South Carolina, but rather, the Company desires to keep its books and records at its principal place of

business.

## **2. Local Exchange Directories**

Applicant respectfully requests a waiver of the requirement in Rule 103-631 to publish and distribute local exchange directories. New Horizons will make arrangements with the incumbent LECs whereby the names of New Horizons' customers will be included in the directories published by the incumbent LECs. LEC directories will also be modified to include New Horizons' customer service number. These directories will be distributed to New Horizons' customers. This approach is entirely reasonable and will have a direct benefit to the customers of both New Horizons and the incumbent LEC since they need only refer to one directory for a universal listing of customer information. It would be an unnecessary burden on New Horizons to require that it publish and distribute its own directory to all customers located within each exchange area, particularly since nearly all of these customers will be customers of the incumbent LECs. It is more efficient for New Horizons to simply include its limited customer list in the existing directories of the incumbent LECs.

## **3. Flexible Regulation of Local Services and Alternative Regulation of Interexchange Services**

Applicant respectfully requests that its local service offerings be regulated in accordance with procedures authorized for NewSouth Communications in Order No. 98-165 in docket No. 97-467-C. Additionally, Applicant respectfully requests that its interexchange service offerings be regulated in accordance with procedures established for alternative regulation in Order Nos. 95-1734 and 96-55 in Docket No. 95-661-C.

## **4. Marketing Practices**

Pursuant to the South Carolina Public Service Commission's Order No. 95-658 (issued March 20, 1995), Applicant makes the following affirmation relating to the Applicant's provision of services:

As a telephone utility under the regulation of the Public Service Commission of South Carolina, Carrier does hereby assert and affirm that as a provider of intrastate telecommunications service, Carrier will not indulge or participate in deceptive or misleading telecommunications marketing practices to the detriment of consumers in South Carolina, and will comply with those marketing procedures, if any, set forth by the Public Service Commission. Additionally, Carrier will be responsible for the marketing practices of its contracted telemarketers for compliance with this provision. Carrier understands that violation of this provision could result in a rule to show cause as to the withdrawal of its certification to complete intrastate telecommunications traffic within the state of South Carolina.

## **5. Maps**

Applicant's local exchange calling areas will initially mirror the service areas of the incumbent local exchange carriers; therefore, Applicant hereby respectfully requests a waiver of the map-filing requirement pursuant to 26 S.C. Code & Ann. Regs. 103-612.2.3 and of 26 S.C. Code Ann. Regs. 103-631 requiring publication of directories.


## **VII. Conclusion**

This Application demonstrates that New Horizons Communications Corp., possesses the technical, financial and managerial resources to provide resold and facilities-based local exchange and interexchange service in the State of South Carolina. Furthermore, granting this Application will promote the public interest by increasing the level of competition in the South Carolina telecommunications market. Ultimately, competition will compel all exchange telecommunications service providers to operate more efficiently and pass the resultant cost savings on to consumers. In addition, as a result of competition, the overall quality of local exchange and interexchange service will improve. As stated above, Applicant does not intend to provide local service, by its own facilities or otherwise, to any customer located in a rural incumbent LEC's service area, until Applicant provides such LECs notice of intent at least 30 days prior to the date of the intended service.

Wherefore, New Horizons Communications Corp., respectfully petitions this Commission for authority to operate as a reseller and facilities-based provider of local exchange and interexchange telecommunications services in the State of South Carolina and for local service offerings to be regulated in accordance with procedures authorized for NewSouth Communications in Order No. 98-165 in docket No. 97-467-C; and for interexchange service offerings to be regulated in accordance with procedures established for alternative regulation in Order Nos. 95-1734 and 96-55 in Docket No. 95-661-C, in accordance with this Application and for such other relief as it deems necessary and appropriate.

Respectfully submitted,

**New Horizons Communications Corp.**



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and



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1508 Lady Street  
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(803) 771-0555 (Telephone)  
(803) 771-8010 (Facsimile)  
sellott@elliottlaw.us (E-Mail)

*Attorneys for Applicant*

Aug. 27, 2013

**VERIFICATION OF APPLICANT**

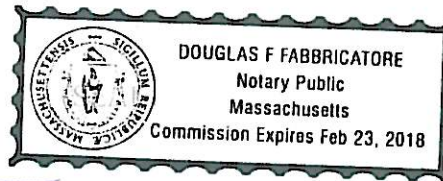
I, Glen Nelson, Vice President to New Horizons Communications Corp., a Delaware Corporation, the applicant for a Certificate of Public Convenience and Necessity from the Public Service Commission of the State of South Carolina, verify that based on information and belief, I have knowledge of the statements in the foregoing Application, and I declare that they are true and correct.

  
Glen Nelson, Vice President

Sworn to me, the undersigned  
Notary Public on this  
21<sup>st</sup> day of MAY, 2013.

State of Massachusetts  
County of Middlesex

  
Notary Public



My Commission Expires: 2-23-2018

SC IXC & CLEC

**EXHIBIT "A"**  
**CERTIFICATE OF INCORPORATION**



# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "NEW HORIZONS COMMUNICATIONS CORP." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTH DAY OF OCTOBER, A.D. 2002, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE EIGHTH DAY OF FEBRUARY, A.D. 2007, AT 10:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "NEW HORIZONS COMMUNICATIONS CORP.".



3577623 8100H

080186486

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6392585

DATE: 02-20-08

**CERTIFICATE OF INCORPORATION  
OF  
NEW HORIZONS COMMUNICATIONS CORP.**

The undersigned, being of legal age, in order to form a corporation under and pursuant to the laws of the State of Delaware, do hereby set forth as follows:

**FIRST:** The name of the corporation is **NEW HORIZONS COMMUNICATIONS CORP.**

**SECOND:** The address of the initial registered and principal office of this corporation in this state is c/o The Corporation Trust Center, 1209 Orange St., in the City of Wilmington, County of New Castle, State of Delaware 19801 and the name of the registered agent at said address is The Corporation Trust Company.

**THIRD:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Delaware.

**FOURTH:** The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common	200	\$0.01

**FIFTH:** The name and address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert J. Fabbriatore	124 Hopewell Point Rd. Wolfeboro NH 03895

**SIXTH:** The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and for further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders:

(1) The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have power without the assent or vote of the stockholders:

(a) To make, alter, amend, change, add to or repeal the By-Laws of the corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(b) To determine from time to time whether, and to what times and places, and under what conditions the accounts and books of the corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called

for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of director's interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any by-laws from time to time made by the stockholders, provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

**SEVENTH:** No director shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except with respect to (1) a breach of the director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) liability under Section 174 of the Delaware General Corporation Law or (4) a transaction from which the director derived an improper personal benefit, it being the intention of the foregoing provision to eliminate the liability of the corporation's directors to the corporation or its stockholders to the fullest extent permitted by Section 102(b)(7) of the Delaware General Corporation Law, as amended from time to time. The corporation shall indemnify to the fullest extent permitted by Sections 102(b)(7) and 145 of the Delaware General Corporation Law, as amended from time to time, each person that such Sections grant the corporation the power to indemnify.

**EIGHTH:** Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court or equitable jurisdiction within the State of Delaware, may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths (3/4) in value of the stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

**NINTH:** The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned hereby executes this document and affirms that the facts set forth herein are true under the penalties of perjury this 8<sup>th</sup> day of October, 2002.

/s/ Robert J. Fabbicatore  
Robert J. Fabbicatore, Incorporator

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of NEW HORIZONS COMMUNICATIONS CORP.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows:


The corporation shall be authorized to issue the following shares:

Class	Number of Shares	Par Value
Common	50,000,000	\$.01

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 19<sup>TH</sup> day of DECEMBER, 2006.

By:   
Authorized Officer

Title: President

Name: Stephen Gibbs

Print or Type



State of Delaware

The Official Website for the First State

***The Secretary of State of Delaware issued a certificate for NEW HORIZONS COMMUNICATIONS CORP. whose file number is 3577623 on 02/20/2008 under request number 080186486 for authentication number 6392585.***



Back

**EXHIBIT "B"**  
**FOREIGN CORPORATION QUALIFICATION**

# *The State of South Carolina*



*Office of Secretary of State Mark Hammond*

## **Certificate of Authorization**

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

NEW HORIZONS COMMUNICATIONS CORP.,  
a corporation duly organized under the laws of the state of **DELAWARE** and  
issued a certificate of authority to transact business in South Carolina on  
**October 4th, 2006**, has on the date hereof filed all reports due this office, paid all  
fees, taxes and penalties owed to the Secretary of State, that the Secretary of  
State has not mailed notice to the Corporation that its authority to transact  
business in South Carolina is subject to being revoked pursuant to Section 33-  
15-310 of the 1976 South Carolina Code, and no application for surrender of  
authority to do business in South Carolina has been filed in this office as of the  
date hereof.

Given under my Hand and the Great  
Seal of the State of South Carolina this  
5th day of October, 2006.

A handwritten signature in cursive script that reads "Mark Hammond".  
Mark Hammond, Secretary of State

**EXHIBIT "D"**  
**BIOGRAPHY INFORMATION**



**Robert Fabbriatore, Chief Executive Officer**

Bob Fabbriatore founded New Horizon Communications in October of 2002. He draws on 40 years of telecommunications experience including interconnect, networking, technology development and entrepreneurial ventures. He also brings extensive senior management experience in finance, operations, marketing, and sales. Prior to starting NHC, Bob founded CTC Communications (now One Communications) in 1980. As Chairman and CEO, he built CTC into the largest CLEC (Competitive Local Exchange Carrier) in the Northeast region of the U.S.

**Stephen Gibbs, President & Chief Operating Officer**

Steve Gibbs joined New Horizon at its inception in 2002 and was named President in May of 2003. He brings over 20 years of telecommunications experience to NHC. Prior to helping start NHC, Steve was responsible for a \$120 million business unit of CTC Communications, overseeing sales and operations of the New York/New Jersey market. Before CTC, he served in sales and sales management positions at Verizon and MCI.

**Glen Nelson, Vice President - Marketing & Business Development**

Glen Nelson has nearly 25 years of experience in telecommunications sales and marketing. Before joining New Horizon at its inception in 2002, he worked for 13 years in various sales and marketing positions at CTC Communications. As Vice President of Marketing at CTC, Glen developed, implemented, and scaled to production one of the first networks to deploy T1-based integrated services. His background also includes relevant work in marketing research, strategic planning, sales, sales management, and marketing management for companies including IBM, Motorola, and other telecom service providers.

**Paul Wieners, Vice President - Operations**

Paul Wieners joined New Horizon in June, 2004 and currently manages all after-hours repair and escalations. Prior to NHC, as Global Operations Manager of Network Operations at Dimension Data, he helped the firm's managed services annual revenues grow from \$4 million to \$42 million. He also worked with several NHC colleagues at CTC Communications, where he was responsible for 7x24 installation, repair, and maintenance of a nine-state network. Paul's telecom career began at NYNEX (now Verizon) in 1980, where he managed service centers as well as operations centers with team sizes ranging from 10 to 200 representatives.